

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532



lgitomer@bjllp.com

January 31, 2002

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

**12250-E**

**FEB 1 '02 3:10 PM**  
**TS**  
**SURFACE TRANSPORTATION BOARD**

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Bill of Sale, a secondary document, dated as of October 18, 2001. The primary document to which this is connected is recorded under Recordation No. 12250. We request that one copy of this document be recorded under Recordation No. 12250-E.

The name and address of the party to the Bill of Sale is:

Trustee:

Well Fargo Bank Northwest, N.A., successor to Exchange National Bank of Chicago  
79 South Main Street, 3<sup>rd</sup> Floor  
Salt Lake City, UT 84111

A description of the equipment covered by the Bill of Sale consists of 148 covered hopper cars numbered SAMX 3100-3177, inclusive, 3179-3205, inclusive, and 3207-3249, inclusive.

BALL JANIK LLP

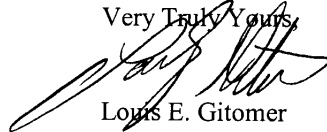
Honorable Vernon A. Williams  
January 31, 2002  
Page 2

A fee of \$ 28.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Bill of Sale by Well Fargo Bank Northwest, N.A., successor to Exchange National Bank of Chicago, 79 South Main Street, 3<sup>rd</sup> Floor, Salt Lake City, UT 84111, covering 148 covered hopper cars numbered SAMX 3100-3177, inclusive, 3179-3205, inclusive, and 3207-3249, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

~~12250-E~~

FEB 1 '02 3-10 PM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION ("Trustee"), as successor to Exchange National Bank of Chicago, not in its individual capacity but solely as trustee, under that certain Trust Agreement dated as of September 1, 1980, between Trustee and GATX THIRD AIRCRAFT CORPORATION ("Trustor"), as successor in interest to The First National Bank of Kansas City, for and in consideration of the sum of Ten (\$10.00) Dollars and other good and valuable consideration received from Trustor, the receipt and sufficiency of which is hereby acknowledged by Trustee, has bargained, sold, transferred, assigned, set over and conveyed, and by these presents does hereby bargain, sell, transfer, assign, set over and convey unto Trustor, its successors and assigns forever the railcars described on Schedule A hereto (the "Equipment").

Trustee hereby warrants unto Trustor, its successors and assigns, that, as of the date hereof, Trustee has legal title to the Equipment and good and lawful right to sell the Equipment and dispose of said title, and Trustee, for itself, its successor and assigns, covenants that it will warrant and defend such title against all claims and demands whatsoever. Trustee further warrants that the Equipment are free and clear of all claims, liens, charges, equities, mortgages, security interests and other encumbrances created by Trustee.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF TRUSTEE, WHETHER WRITTEN, ORAL OR IMPLIED. TRUSTEE HAS NOT MADE, AND SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT, BE DEEMED TO HAVE MADE, ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR USE, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF, THE EQUIPMENT OR THE MATERIAL OR WORKMANSHIP IN THE EQUIPMENT. THE EQUIPMENT ARE SOLD TO TRUSTOR "AS IS, WHERE IS" AND "WITH ALL FAULTS."

IN WITNESS WHEREOF, Trustee has caused this Bill of Sale to be  
executed as of this 18<sup>th</sup> day of October, 2001.

WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION, as Trustee

By:   
Title: Assistant Trust Officer

Schedule A

**The Equipment**

148 Covered Hopper Cars numbered SAMX 3100-3177, inclusive; SAMX 3179-3205, inclusive; and SAMX 3207-3249, inclusive.

STATE OF Utah )  
 ) ss.  
County of Salt Lake )

On this 18<sup>th</sup> day of October, 2001, before me, Dalyn Casto, the undersigned Notary Public, personally appeared Brandon Mills personally known to me to be the person who executed the within instrument as Assistant Trust Officer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Dalyn Casto  
Notary Public for \_\_\_\_\_  
My Commission expires \_\_\_\_\_

